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Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Western Colorado Business Alliance.
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 360 Grand Avenue
(Street number and name)

Grand Junction CO 81501
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name
 (if an individual) Schwenke Diane
(Last) (First) (Middle) (Suffix)

OR
 (if an entity)
(Caution: Do not provide both an individual and an entity name.)

Street address 360 Grand Avenue
(Street number and name)

Grand Junction CO 81501
(City) (State) (ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____

(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name _____

(if an individual) Anderson Jonathan

(Last) (First) (Middle) (Suffix)

OR

(if an entity) _____

(Caution: Do not provide both an individual and an entity name.)

Mailing address 555 17th Street, Suite 3200

(Street number and name or Post Office Box information)

Denver CO 80202

(City) (State) (ZIP/Postal Code)

_____ United States

(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. (The following statement is adopted by marking the box.)

Provisions regarding the distribution of assets on dissolution are included in an attachment.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____

(mm/dd/yyyy hour:minute am/pm)

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9. The true name and mailing address of the individual causing the document to be delivered for filing are

Power	Amelia		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
c/o Holland & Hart LLP			
<small>(Street number and name or Post Office Box information)</small>			
555 17th Street, Suite 3200			
Denver	CO	80202	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
	United States		
<small>(Province – if applicable)</small>	<small>(Country)</small>		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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ARTICLES OF INCORPORATION
OF
WESTERN COLORADO BUSINESS ALLIANCE

The undersigned, acting as an incorporator of a corporation under the Western Colorado Business Alliance, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is Western Colorado Business Alliance.

ARTICLE II.

The period of its duration shall be perpetual.

ARTICLE III.

A. The purpose for which the corporation is organized is to take measures to strengthen the business community in Grand Junction, Colorado and the surrounding area.

B. The corporation is organized exclusively for the promotion of social welfare pursuant to section 501(c)(4) of the Internal Revenue Code of 1986 (or under the corresponding provision of any future United States Internal Revenue law). References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE IV.

A. No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, or officer of the corporation or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any

expenses incurred for the corporation by any officer, director agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors).

B. No director, or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. Upon dissolution of the corporation, all of the assets shall be distributed in the following manner: following payment of all creditors and outstanding debts of the corporation, any remaining funds shall be paid over or transferred to organizations which are exempt organizations of the kind described in Sections 501(c)(3) or 501(c)(4) of the Code.

C. The corporation shall be prohibited from engaging in any regular business or activity of a kind ordinarily carried on for profit. In addition, notwithstanding any other provision hereof, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt under the provisions of Section 501(c)(4) of the Code.

ARTICLE V.

The corporation shall have no voting members and all business affairs of the corporation shall be conducted by its Board of Directors.

ARTICLE VI.

The address of the initial registered office of the corporation is 360 Grand Avenue, Grand Junction, Colorado 81501, and the name of its initial registered agent at such address is Diane Schwenke.

ARTICLE VII.

The address of the principal office of the corporation is 360 Grand Avenue, Grand Junction, Colorado 81501.

ARTICLE VIII.

Elimination of Certain Liabilities of Directors

There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation for monetary damages for any breach, act, omission or transaction as to which the Colorado Revised Nonprofit Corporation Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original Articles of Incorporation and thus is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. This provision shall not restrict or otherwise diminish the provisions of Section 13-21-115.7, Colorado Revised Statutes (concerning no liability of directors except for wanton and willful acts or omissions), any amendment or successor provision to such Section, or any other law limiting or eliminating liabilities. Any repeal or modification of the foregoing provisions of this Article by the directors of the corporation or any repeal or modification of the provision of the Colorado Revised Nonprofit Corporation Act which permits the elimination of liability of directors by this Article shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

ARTICLE IX.

The name and address of the incorporator is:

Jonathan M. Anderson
Holland & Hart LLP
555 17th Street, Suite 3200

Denver, CO 80202

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